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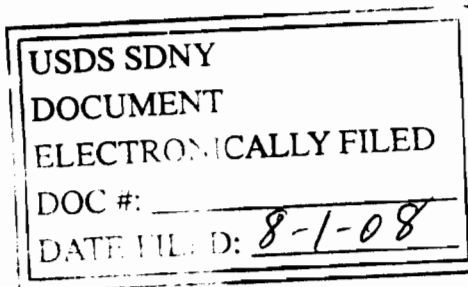
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JULY 31, 2008

VIA FACSIMILE

Honorable Victor Marrero  
United States District Judge  
United States District Court  
Southern District of New York  
500 Pearl Street, Suite 660  
New York, New York 10007



Re: *Fletcher International, Ltd vs Syntroleum Corporation* (Case No. 08-CV-5851)

Dear Judge Marrero:

We represent Defendant Syntroleum Corporation ("Syntroleum") in the above-referenced action. We respectfully request, under Rule II.A of Your Honor's Rules, a pre-motion conference in connection with a motion Syntroleum proposes to file seeking transfer of this case, pursuant to 28 U.S.C. § 1404(a), to the United States District Court for the Northern District of Oklahoma, where there is a prior-filed and substantively identical case already pending. In the alternative, Syntroleum's motion requests that this case be stayed pending resolution of the prior filed action in the Northern District of Oklahoma.

BACKGROUND AND PROCEDURAL HISTORY

This dispute involves a November 2007 agreement between Syntroleum and Plaintiff Fletcher International Ltd. ("Fletcher") pursuant to which Fletcher agreed to purchase \$12 million in Syntroleum common stock over a twenty-four month period. The purchase was divided into an Initial Investment of \$3 million (at a premium to the trading price of Syntroleum stock) and a Later Investment (at a discount to the trading price of Syntroleum stock). Fletcher refused to close on the Initial Investment at a premium and subsequently attempted to make a Later Investment at a discount.

On May 30, 2008, Syntroleum filed an action against Fletcher in the state court in Tulsa, Oklahoma, for breach of contract, rescission and declaratory relief. Fletcher removed the state court action to the Northern District of Oklahoma, where it is now pending. Pending before the federal court in Oklahoma is Fletcher's Motion to Dismiss pursuant to FED. R. CIV. P. 12(b)(2) and a motion to transfer the Oklahoma case to this Court. Syntroleum will be responding to these motions on August 4, 2008.

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On June 27, 2008, Fletcher filed its Complaint for breach of contract in this Court. Syntroleum's answer to this Complaint is due to be filed on August 4, 2008.

BASIS FOR THE MOTION TO TRANSFER OR STAY

The action filed by Fletcher in this Court should be transferred to the Northern District of Oklahoma where there is already pending a prior-filed and substantively identical case involving the same parties and claims. Alternatively, this case should be stayed pending resolution of the Oklahoma proceeding. Absent special circumstances, none of which exist here, the first-filed rule creates a presumption that this litigation between Syntroleum and Fletcher should proceed in Oklahoma, not in New York. *Employers Insurance of Wausau v. Fox Entertainment Group*, 522 F.3d 271, 274-75 (2d Cir. 2008). Moreover, the weight or balance of factors considered by the court in determining whether to grant or deny a motion to transfer or stay plainly favors Syntroleum in this case. See *Everest Capital Ltd. v. Everest Funds Mgmt., L.L.C.*, 178 F. Supp. 2d 459, 465 (S.D.N.Y. 2002), a case which is strikingly similar on its facts to the case now before the Court. It cannot be disputed that the Oklahoma proceeding was first filed. Further, Syntroleum is prepared fully to demonstrate to this Court that consideration of the other relevant factors favor transfer of this case to the Northern District of Oklahoma.

Accordingly, Syntroleum intends to file a motion seeking transfer of this case to the Northern District of Oklahoma or, alternatively, a stay of this case pending resolution of the Oklahoma proceeding.

As mentioned above, Syntroleum's answer to the Complaint is due August 4, 2008. As such, we request that the Court schedule a conference at its earliest convenience.

Thank you for your consideration of this matter.

Respectfully Submitted,

  
Lynne M. Fischman Uniman (LU6750)

1171/mcd

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